

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

|                                |   |                         |
|--------------------------------|---|-------------------------|
| In re:                         | ) |                         |
|                                | ) | Chapter 11              |
|                                | ) |                         |
| VENATOR MATERIALS PLC,         | ) | Case No. 23-90301 (DRJ) |
|                                | ) |                         |
| Debtor.                        | ) |                         |
|                                | ) |                         |
| Tax I.D. No. N/A               | ) |                         |
| In re:                         | ) |                         |
|                                | ) | Chapter 11              |
|                                | ) |                         |
| VENATOR MATERIALS LLC,         | ) | Case No. 23-90300       |
|                                | ) |                         |
| Debtor.                        | ) |                         |
|                                | ) |                         |
| Tax I.D. No. 81-4190911        | ) |                         |
| In re:                         | ) |                         |
|                                | ) | Chapter 11              |
|                                | ) |                         |
| VENATOR AMERICAS HOLDINGS LLC, | ) | Case No. 23-90304       |
|                                | ) |                         |
| Debtor.                        | ) |                         |
|                                | ) |                         |
| Tax I.D. No. 27-4242817        | ) |                         |
| In re:                         | ) |                         |
|                                | ) | Chapter 11              |
|                                | ) |                         |
| VENATOR CHEMICALS FRANCE SAS,  | ) | Case No. 23-90307       |
|                                | ) |                         |
| Debtor.                        | ) |                         |
|                                | ) |                         |
| Tax I.D. No. N/A               | ) |                         |
| In re:                         | ) |                         |
|                                | ) | Chapter 11              |
|                                | ) |                         |
| VENATOR CHEMICALS LLC,         | ) | Case No. 23-90310       |
|                                | ) |                         |
| Debtor.                        | ) |                         |

|                                |   |                   |
|--------------------------------|---|-------------------|
| <u>Tax I.D. No. 56-0751521</u> | ) |                   |
| In re:                         | ) | Chapter 11        |
| VENATOR FINANCE S.À R.L.,      | ) | Case No. 23-90317 |
|                                | ) |                   |
| Debtor.                        | ) |                   |
| <u>Tax I.D. No. N/A</u>        | ) |                   |
| In re:                         | ) | Chapter 11        |
| VENATOR FRANCE SAS,            | ) | Case No. 23-90302 |
|                                | ) |                   |
| Debtor.                        | ) |                   |
| <u>Tax I.D. No. N/A</u>        | ) |                   |
| In re:                         | ) | Chapter 11        |
| VENATOR GERMANY GMBH,          | ) | Case No. 23-90303 |
|                                | ) |                   |
| Debtor.                        | ) |                   |
| <u>Tax I.D. No. N/A</u>        | ) |                   |
| In re:                         | ) | Chapter 11        |
| VENATOR GROUP,                 | ) | Case No. 23-90305 |
|                                | ) |                   |
| Debtor.                        | ) |                   |
| <u>Tax I.D. No. 98-0207605</u> | ) |                   |
| In re:                         | ) | Chapter 11        |
| VENATOR GROUP CANADA, INC.,    | ) | Case No. 23-90306 |
|                                | ) |                   |
| Debtor.                        | ) |                   |
| <u>Tax I.D. No. N/A</u>        | ) |                   |

In re:

VENATOR GROUP SERVICES LIMITED,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90312

In re:

VENATOR HOLDINGS GERMANY GMBH,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90315

In re:

VENATOR INTERNATIONAL FRANCE  
SAS,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90319

In re:

VENATOR INTERNATIONAL HOLDINGS  
UK LIMITED,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90322

In re:

VENATOR INVESTMENTS LTD.,

Debtor.

Tax I.D. No. 98-0015568

Chapter 11

Case No. 23-90308

In re:

VENATOR INVESTMENTS UK LIMITED,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90309

In re:

VENATOR MATERIALS  
INTERNATIONAL UK LIMITED,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90313

In re:

VENATOR MATERIALS UK LIMITED,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90316

In re:

VENATOR P&amp;A FINLAND OY,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90318

In re:

VENATOR P&amp;A HOLDINGS UK LIMITED,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 23-90320

|                              |   |                   |
|------------------------------|---|-------------------|
| In re:                       | ) | Chapter 11        |
|                              | ) |                   |
| VENATOR P&A SPAIN S.L.U.,    | ) | Case No. 23-90321 |
|                              | ) |                   |
| Debtor.                      | ) |                   |
|                              | ) |                   |
| <u>Tax I.D. No. N/A</u>      | ) |                   |
|                              | ) |                   |
| In re:                       | ) | Chapter 11        |
|                              | ) |                   |
| VENATOR PIGMENTS FRANCE SAS, | ) | Case No. 23-90323 |
|                              | ) |                   |
| Debtor.                      | ) |                   |
|                              | ) |                   |
| <u>Tax I.D. No. N/A</u>      | ) |                   |
|                              | ) |                   |
| In re:                       | ) | Chapter 11        |
|                              | ) |                   |
| VENATOR UERDINGEN GMBH,      | ) | Case No. 23-90311 |
|                              | ) |                   |
| Debtor.                      | ) |                   |
|                              | ) |                   |
| <u>Tax I.D. No. N/A</u>      | ) |                   |
|                              | ) |                   |
| In re:                       | ) | Chapter 11        |
|                              | ) |                   |
| VENATOR WASSERCHEMIE HOLDING | ) | Case No. 23-90314 |
| GMBH,                        | ) |                   |
|                              | ) |                   |
| Debtor.                      | ) |                   |
|                              | ) |                   |
| <u>Tax I.D. No. N/A</u>      | ) |                   |

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN  
ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

---

Emergency relief has been requested. Relief is requested not later than 6:30 p.m. on May 16, 2023.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on May 16, 2023 at 5:00 p.m. (prevailing Central Time) in Courtroom 400, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Jones's conference room number is 205691. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Jones's home page. The meeting code is "JudgeJones". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Jones's home page. Select the case name, complete the required fields and click "Submit" to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state the following in support of this motion (this "Motion"): <sup>1</sup>

**Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto (the "Order"): directing procedural consolidation and joint administration of these related chapter 11 cases. The Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of Venator Materials PLC, *et al.*, and that the cases be administered under a consolidated caption, as follows:

---

<sup>1</sup> A description of the Debtors and their businesses, and the facts and circumstances supporting this Motion are set forth in the *Declaration of Kurt Ogden, Chief Financial Officer of Venator Materials PLC, in Support of Chapter 11 Petitions and First Day Pleadings* (the "First Day Declaration"), filed contemporaneously with this Motion and incorporated by reference herein. Capitalized Terms used but not otherwise defined in this Motion have the meanings set forth in the First Day Declaration.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

|   |   |                         |
|---|---|-------------------------|
| In re:  | ) |                         |
|   | ) | Chapter 11              |
|   | ) |                         |
| VENATOR MATERIALS PLC, <i>et al.</i> , <sup>1</sup> | ) | Case No. 23-90301 (DRJ) |
|   | ) |                         |
| Debtors.  | ) | (Jointly Administered)  |
|   | ) |                         |

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/Venator>. The Debtors' service address in these chapter 11 cases is: Hanzard Drive, Titanium House, Stockton on Tees, Wynyrd Park, TS22 5FD, United Kingdom.

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the "Bankruptcy Code").

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Venator Materials PLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of: Venator Materials PLC, Case No. 23-90301; Venator Americas Holdings LLC, Case No. 23-90304; Venator Chemicals France SAS, Case No. 23-90307; Venator Chemicals LLC, Case No. 23-90310; Venator Finance S.à r.l., Case No. 23-90317; Venator France SAS, Case No. 23-90302; Venator Germany GmbH, Case No. 23-90303; Venator Group, Case No. 23-90305; Venator Group Canada Inc, Case No. 23-90306; Venator Group Services Limited, Case No. 23-90312; Venator Holdings Germany GmbH, Case No. 23-90315; Venator International France SAS, Case No. 23-90319; Venator International Holdings UK Limited, Case No. 23-90322; Venator Investments Ltd., Case No. 23-90308; Venator Investments UK Limited, Case No. 23-90309; Venator Materials International UK Limited, Case No. 23-90313; Venator Materials LLC, Case No. 23-90300; Venator Materials UK Limited, Case No. 23-90316; Venator P&A Finland Oy, Case No. 23-90318; Venator P&A Holdings UK Limited, Case No. 23-90320; Venator P&A Spain S.L.U., Case No. 23-90321; Venator Pigments France SAS, Case No. 23-

90323; Venator Uerdingen GmbH, Case No. 23-90311; Venator Wasserchemie Holding GmbH, Case No. 23-90314. The docket in Case No. 23-90301 (DRJ) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 23-90301 (DRJ).**

### **Jurisdiction and Venue**

4. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 105(a) and 342(c) of the Bankruptcy Code, rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

### **Background**

7. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated by the U.S. Trustee.

8. The Debtors, together with their non-Debtor affiliates (collectively, “Venator” or the “Company”), are a leading global manufacturer of pigments and additives that bring color, vibrancy, and a sustainable finish to all kinds of everyday objects. Headquartered in Wynyrd, United Kingdom, the Company produces titanium dioxide pigments and performance additives,



including functional additives, timber treatment, and color pigments. Venator employs a global workforce of approximately 2,800 employees and operates eleven manufacturing plants and four corporate offices across eight countries.

**Basis for Relief**

9. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. The Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

10. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect all Debtor entities. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the United States Trustee for Southern District of Texas (the “U.S. Trustee”) and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

**Notice**

12. The Debtors will provide notice of this Motion to: (a) the U.S. Trustee for the Southern District of Texas; (b) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the ABL Agent; (d) counsel to the Cross-Holder Group; (e) counsel to the Term Lender Group; (f) the Office of the United States Attorney's Office for the Southern District of Texas; (g) the Internal Revenue Service; (h) the United States Securities and Exchange Commission; (i) the state attorneys general for states in which the Debtors conduct business; (j) the Environmental Protection Agency; (k) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is required.

The Debtors request that the Court enter the Order, granting the relief requested herein and such other and further relief as the Court deems appropriate under the circumstances.

Houston, Texas  
May 14, 2023

/s/ Jennifer F. Wertz

**JACKSON WALKER LLP**

Matthew D. Cavanaugh (TX Bar No. 24062656)  
Jennifer F. Wertz (TX Bar No. 24072822)  
Victoria Argeroplos (TX Bar No. 24105799)  
Beau Butler (TX Bar No. 24132535)  
1401 McKinney Street, Suite 1900  
Houston, TX 77010  
Telephone: (713) 752-4200  
Facsimile: (713) 752-4221  
mcavanaugh@jw.com  
jwertz@jw.com  
vargeroplos@jw.com  
bbutler@jw.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Steven N. Serajeddini, P.C. (*pro hac vice* pending)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: steven.serajeddini@kirkland.com

-and-

Jeffrey T. Michalik (*pro hac vice* pending)  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: jeff.michalik@kirkland.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*